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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20058-U FILED

OCT 17 '02 2-22 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum to Amend the Filing of the Specification of Assigned Lease Assignment, Management and Escrow Agreement, dated October 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Assignment, Management and Escrow Agreement which was previously filed with the Board under Recordation Number 20058-O.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, OH 45069

Assignee: U.S. Bancorp Equipment Finance, Inc.
7659 Southwest Mohawk Street
Tualatin, OR 97062-2177

A description of the railroad equipment covered by the enclosed documents is:

Railcar DME 47238 is deleted from the Agreement.

Mr. Vernon A. Williams
October 17, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum to Amend the Filing of the Specification of Assigned
Lease Assignment, Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM TO AMEND THE FILING OF THE
SPECIFICATION OF ASSIGNED LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Specification of Assigned Lease Assignment, Management and Escrow Agreement made and entered into as of December 29, 1999 by and between The Vaughn Group, Inc. ("Vaughn") and U.S. Bancorp Equipment Finance, Inc. ("U.S. Bancorp") (formerly known as Firststar Bank, N.A.) as follows:

1. Vaughn and U.S. Bancorp entered into the Specification of Assigned Lease Assignment, Management and Escrow Agreement (the "Agreement") that was duly filed with the Surface Transportation Board on January 3, 2000 under Recordation Number 20058-O.
2. The Agreement is hereby amended to delete from the Agreement one (1) covered hopper railcar identified with marking number DME47238.

IN WITNESS WHEREOF, this Memorandum is duly executed this 1st day of October, 2002.

THE VAUGHN GROUP, INC.

By: 

Name: JOHN J. CATALANO

SENIOR VICE PRESIDENT AND COO

Title: _____

RECORDATION NO. 20058-U FILED

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SURFACE TRANSPORTATION BOARD

**U.S. BANCORP EQUIPMENT
FINANCE, INC.**

By: 

Name: James L. Gilday

Title: V.P.

STATE OF OHIO)

) SS:

COUNTY OF BUTLER)

On this 1st day of October 2002, before me personally appeared John J. Catalano, to me personally known, who being duly sworn, says that he is the Sr. Vice President & COO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

STATE OF Oregon)

) SS:

COUNTY OF Washington)

On this 4th day of October 2002, before me personally appeared James L. Gilday, to me personally known, who being duly sworn, says that he is the Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lori A. Gardiner
Notary Public

My commission expires:

